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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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                                              :
                                              :
             In re   :   Chapter 11
                                              :
DELPHI CORPORATION, et al.,   :   Case No. 05–44481 (RDD)
                                              :
                          Debtors.   :   (Jointly Administered)
                                              :
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 5723
(DC COATERS, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,

including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in

the above-captioned cases (collectively, the "Debtors"), and DC Coaters, Inc. ("DC Coaters")

respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof

Of Claim Number 5723 (DC Coaters, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under

chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the

United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 8, 2006, DC Coaters filed proof of claim number 5723

against Delphi, which asserts an unsecured non-priority claim in the amount of $11,422.93 (the

"Claim") stemming from the sale of goods.

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the

Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b)

And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not

Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To

Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation,

And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus

Claims Objection").

WHEREAS, on August 8, 2007, DC Coaters filed its Response Of DC Coaters,

Inc. To The Debtors' Nineteenth Omnibus Objection To Claims (Docket No. 8938) (the

"Response").

WHEREAS, pursuant to this Joint Stipulation, Delphi acknowledges and agrees

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that the Claim shall be allowed against DAS LLC in the amount of $4,322.19.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement

either because the Claim involves ordinary course controversies or pursuant to that certain

Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P.

9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And

Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June

26, 2007.

THEREFORE, the Debtors and DAS LLC stipulate and agree as follows:

1.   The Claim shall be allowed in the amount of $4,322.19 and shall be

treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2.   DC Coaters shall withdraw its Response to the Nineteenth Omnibus

Claims Objection with prejudice.

So Ordered in New York, New York, this 9th day of May, 2008

                          ___/s/Robert D. Drain_____
                          UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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